

Suzanne Henderson

CITY SECRETARY
CONTRACT NO. 38079**CONSENT TO POOL OIL AND GAS LEASE**

WHEREAS, the City of Fort Worth, a home rule municipal corporation of the State of Texas located within Tarrant, Denton, and Wise Counties, Texas, (hereinafter referred to as "CFW"), entered into an Oil and Gas Lease Agreement with XTO Resources I, LP, now known as XTO Energy Inc. (hereinafter referred to as "XTO"), dated 7/12/2005, filed of recorded 7/22/2005, under Document Number D205211884 in the County Records of Tarrant County, Texas.

WHEREAS, said Oil and Gas Lease is currently held by production by a unit known as "The City of Fort Worth South Unit", containing approximately 382.193 acres, more or less.

WHEREAS, XTO wishes to reconfigure the said City of Fort Worth South Unit into two (2) Units by removing approximately 74.745 acres from the present unit, as configured, and pooling the 74.745 acres with an additional 45.096 acres, currently under lease with XTO and owned by other parties, to form the new unit.

The Units so formed will be as follows:

Unit #1: City of Fort Worth South Unit is to contain 302.726 acres, more or less, as evidenced by the plat, with metes and bound description, as attached herewith, in which CFW will have 100.0% mineral ownership of the producing Unit.

Unit #2: Kates/CFW Unit will contain 119.841 acres, more or less, as evidenced by the plat, with metes and bound description, as attached herewith, in which CFW will have approximately 62.3701% mineral ownership (74.745/119.841) of the unit.

WHEREAS, the Oil and Gas Lease, on Page 7, under Paragraph 5. "Pooling" contains the following statement: "Lessee, upon the prior written consent of Lessor, which shall not be unreasonably withheld, is hereby given the right to pool or combine the acreage covered by this Lease or any portion thereof as to oil and gas, or either of them with any other land, lease, or leases in the immediate vicinity thereof to the extent hereinafter stipulated, when it is necessary or advisable to do so in order to properly explore, or develop, produce, and operate said leased premises in compliance with the spacing rules of the appropriate lawful authority, or when to do so would promote the conservation of oil and gas in and under and that may be produced from said premises."

WHEREAS, it is the desire of XTO to request that CFW consent to reforming the City of Fort South Unit, as presented above into a 302.726 acre, more or less, Unit, and forming the new 119.841 acre, Kates/CFW Unit by pooling the referenced 74.745 acreage above with the additional 45.096 acres, more or less, as stated above.

By the execution of this Document, CFW does hereby give its consent to reform the City of Fort Worth South Unit, as described above and to pool the above referenced 74.745 acres into the new Kates/CFW Unit, as referenced above.

City of Fort Worth

By: 
Armo. City Manager

D209002423

Attest:

Matt Hendrix
City Secretary

NO M&C REQUIRED

Approved as to Form and Legality:

Steve J. Fullen
Assistant City Attorney

XTO Energy Inc.

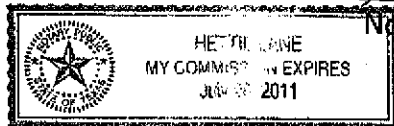
By: Edwin S. Ryan, Jr.

Edwin S. Ryan, Jr. BSA
Sr. Vice President - Land Administration

STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me this 19th day of December 2008, by Fernando Cota, Assistant City Manager, on behalf of The City of Fort Worth, Texas.

My commission expires:



Hetzel Lane
Notary Public in and for the
State of Texas

Printed Name of Notary Public

THE STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me this 23rd day of DECEMBER 2008, by Edwin S. Ryan, Jr., Sr. Vice President - Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.

My commission expires:

06-22-2011

Dorinda C West
Notary Public in and for the
State of Texas

DORINDA C WEST
Printed Name of Notary Public



**** NOTES ****

This plat does not represent a boundary survey.
Acreages shown hereon are deed called or
calculated from deeds furnished by others.
Monumentation shown hereon was found.
Surface Location ties are shown from the
location surveyed 2/15/06.
The Bearing Base is "GRID", N.A.D. 27' Datum,
Tx. North Central Zone, Convergence: +00°08'38".5
at the Surface Location.

1	-	CALLED 181.615 ACRES	CITY OF FORT WORTH
2	-	CALLED 1.755 ACRES	CITY OF FORT WORTH
3	-	CALLED 6.5 ACRES	CITY OF FORT WORTH
4	-	CALLED 5.28 ACRES	CITY OF FORT WORTH
5	-	CALLED 80.00 ACRES	CITY OF FORT WORTH
6	-	CALLED 2.80 ACRES	CITY OF FORT WORTH
7	-	CALLED 9.385 ACRES	CITY OF FORT WORTH
8	-	CALLED 3.724 ACRES	CITY OF FORT WORTH
9	-	CALLED 11.311 ACRES	CITY OF FORT WORTH
10	-	CALLED 2.996 ACRES	CITY OF FORT WORTH
11	-	CALLED 2.906 ACRES	CITY OF FORT WORTH
12	-	CALLED 4.654 ACRES	CITY OF FORT WORTH
302.726 TOTAL CALLED ACRES IN UNIT & ORIG. UNIT			

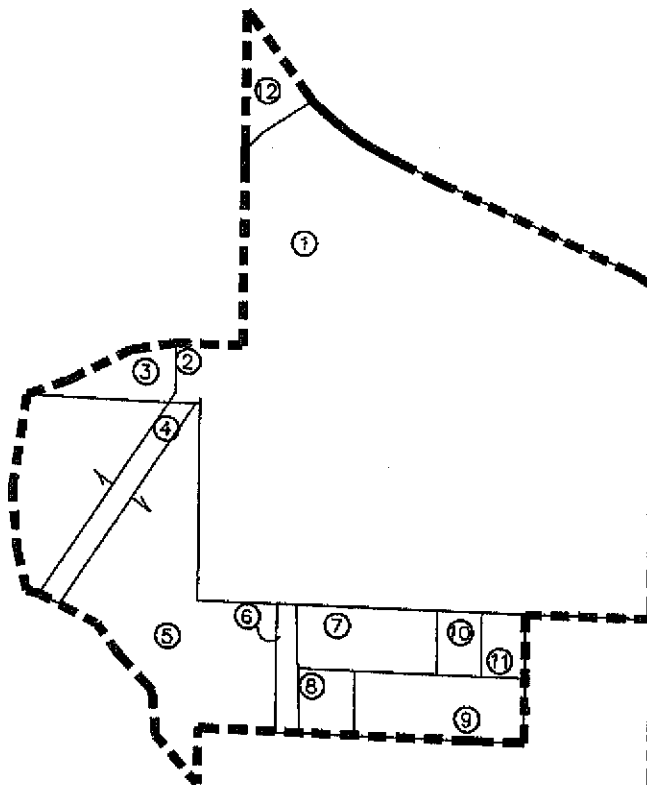
+00°08'38".5



DRIVING DIRECTIONS
FROM THE INTERSECTION OF HWY. 287 AND AVERETT ROAD
GO WEST ON AVERETT ROAD .5 MILES TO DICK PRICE ROAD
GO SOUTH ON DICK PRICE ROAD 0.3 MILES TO EVERMAN-
KENNEDALE BURLISON ROAD GO WEST ON EVERMAN-
KENNEDALE BURLISON ROAD GO NORTH ON LEASE ROAD TO WELL PAD
FOR .4 MILES TO LEASE ROAD GO NORTH ON LEASE ROAD TO WELL PAD

DAVID STRICKLAND
A-1376

SHELBY COUNTY SCHOOL LANDS
A-1375



JACOB PRICKETT
A-1225

**UNIT PLAT REVISION
XTO ENERGY INC.
CITY OF FORT WORTH SOUTH UNIT
302.726 ACRE UNIT
TARRANT COUNTY, TEXAS**

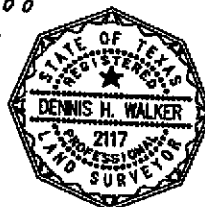


1" = 1000'

WALKER & ASSOCIATES SURVEYING, INC.
TYLER, TEXAS PH: 903-534-9000

I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state
that this plat was prepared from a partial survey and from public record
information and is true and correct to the best of my knowledge.
GIVEN UNDER MY HAND AND SEAL, this the 4th day of December, 2008.

Dennis H. Walker
Registered Professional Land Surveyor
State of Texas No. 2117



Surface Location is located
0.9 Miles Southwest of Kennedale
"MANSFIELD" Quadrangle

D/C

R.C.H.

REVISED R.C.H. 12-15-08 J9048

**XTO ENERGY INC.
CITY OF FORT WORTH SOUTH UNIT
TARRANT COUNTY, TEXAS
J9048**

FIELD NOTES FOR A 302.726 ACRE UNIT

BEING a called 302.726 acre unit situated in the Shelby County School Lands Survey, Abstract 1375, Tarrant County, Texas. Said called 302.726 acre unit to be more particularly described as follows:

BEGINNING at a point being the most Northerly corner of said 302.726 acre tract, said point being South 65°45' West a distance of 3041 feet from the Northeast corner of the Shelby County School Lands Survey, Abstract 1375, and also being the Northwest corner of the Jacob Prickett Survey, Abstract 1225;

THENCE South 00°00' West a distance of 2276 feet to a point for a corner;
THENCE South 89°27' West a distance of 445 feet to a point for corner;
THENCE South 79°39' West a distance of 300 feet to a point for corner;
THENCE South 62°15' West a distance of 477 feet to a point for corner;
THENCE South 69°24' West a distance of 301 feet to a point for corner;
THENCE South 07°58' West a distance of 654 feet to a point for corner;
THENCE South 05°13' East a distance of 406 feet to a point for corner;
THENCE South 13°57' East a distance of 270 feet to a point for corner;
THENCE South 76°29' East a distance of 88 feet to a point for corner;
THENCE South 64°37' East a distance of 432 feet to a point for corner;
THENCE South 35°52' East a distance of 231 feet to a point for corner;
THENCE South 44°12' East a distance of 347 feet to a point for corner;
THENCE South 05°42' East a distance of 302 feet to a point for corner;
THENCE South 41°32' East a distance of 420 feet to a point for corner;
THENCE North 00°56' East a distance of 382 feet to a point for corner;
THENCE South 89°43' East a distance of 1843 feet to a point for corner;
THENCE North 90°00' East a distance of 347 feet to a point for corner;
THENCE North 00°16' West a distance of 866 feet to a point for corner;
THENCE North 89°47' East a distance of 844 feet to a point for corner;
THENCE North 00°03' West a distance of 2233 feet to a point for corner;
THENCE North 59°04' West a distance of 181 feet to a point for corner;
THENCE North 66°49' West a distance of 1414 feet to a point for corner;
THENCE North 65°20' West a distance of 302 feet to a point for corner;

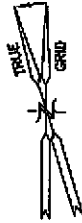
THENCE North $65^{\circ}04'$ West a distance of 146 feet to a point for corner;
THENCE North $61^{\circ}34'$ West a distance of 146 feet to a point for corner;
THENCE North $55^{\circ}34'$ West a distance of 146 feet to a point for corner;
THENCE North $52^{\circ}04'$ West a distance of 146 feet to a point for corner;
THENCE North $48^{\circ}04'$ West a distance of 121 feet to a point for corner;
THENCE North $48^{\circ}04'$ West a distance of 25 feet to a point for corner;
THENCE North $36^{\circ}42'$ West a distance of 747 feet back to the **PLACE** of
BEGINNING and containing a called 302.726 acres.

**** NOTES ****

This plot does not represent a boundary survey.
Acreages shown hereon are deed called or
calculated from deeds furnished by others.
Monumentation shown hereon was found.
Surface Location ties are shown from the
location surveyed 2/15/06.
The Bearing Base is "GRID", N.A.D. 27' Datum,
Tx. North Central Zone, Convergence: +00°08'38".5
at the Surface Location.

1	-	CALLED 66.404 ACRES	CITY OF FORT WORTH
2	-	CALLED 18.315 ACRES	BEN E KATES et ux
3	-	CALLED 2.569 ACRES	TXU
4	-	CALLED 3.278 ACRES	BEN E KATES et ux
5	-	CALLED 10.00 ACRES	CITY OF FOREST HILL
6	-	CALLED 9.943 ACRES	CONN PARTNERS
7	-	CALLED 8.341 ACRES	CITY OF FORT WORTH
119.841 TOTAL CALLED ACRES IN UNIT & DRLG. UNIT			

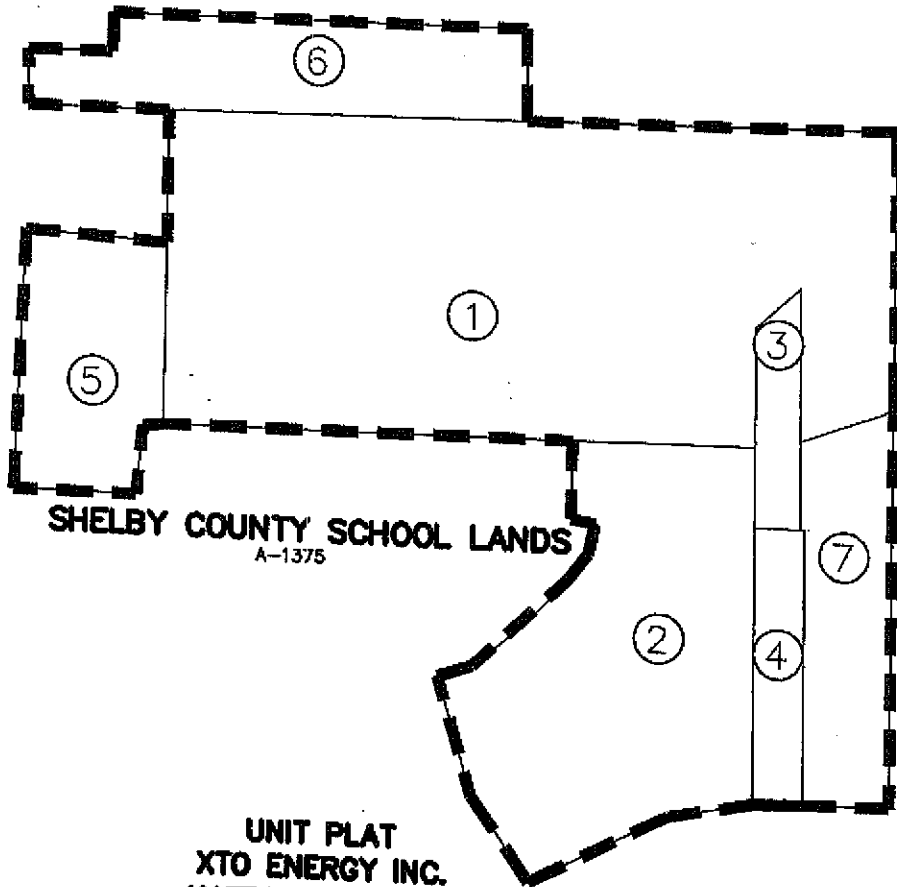
+00°08'19"26



DAVID STRICKLAND
A-1376

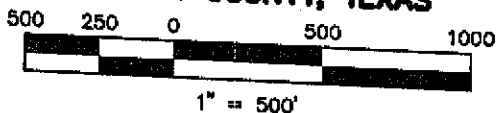
*** DRIVING DIRECTION ***

FROM THE INTERSECTION OF I-20 & ANGLIN DR.
GO SOUTH ON ANGLIN DR. 3500 FEET TO FREEDMAN DR., GO EAST ON
FREEDMAN APPROX. 1800 FEET, TO LEASE ROAD ON THE NORTH SIDE OF ROAD.



SHELBY COUNTY SCHOOL LANDS
A-1375

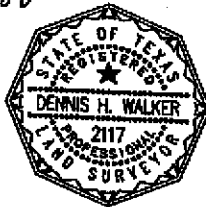
**UNIT PLAT
XTO ENERGY INC.
KATES CFW UNIT
119.841 ACRE UNIT
TARRANT COUNTY, TEXAS**



WALKER & ASSOCIATES SURVEYING, INC.
TYLER, TEXAS PH: 903-534-9000

I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state
that this plat was prepared from a partial survey and from public record
information and is true and correct to the best of my knowledge.
GIVEN UNDER MY HAND AND SEAL, this the 4th day of December, 2008.

Dennis H. Walker
Registered Professional Land Surveyor
State of Texas No. 2117



Surface Location is located
1.3 Miles Southwest of Kennedale
"MANSFIELD" Quadrangle

D/C

R.C.H.

12-15-08

J8048

JACOB PRICKETT
A-1325

**XTO ENERGY INC.
KATES CITY OF FORT WORTH UNIT
TARRANT COUNTY, TEXAS
J9048**

FIELD NOTES FOR 119.841 ACRE UNIT

BEING a called 119.841 acre unit situated in the Shelby County School Lands Survey, Abstract 1375, Tarrant County, Texas. Said called 119.841 acre unit to be more particularly described as follows:

BEGINNING at a point being the most Northwesterly corner of this said 119.841 acre tract, said point being South 65°45' West a distance of 3041 feet from the Northeast corner of the Shelby County School Lands Survey, Abstract 1375, and also being the Northwest corner of the Jacob Prickett Survey, Abstract 1225;

THENCE North 89°27' East a distance of 1242 feet to a point for corner;
THENCE South 00°29' East a distance of 309 feet to a point for corner;
THENCE North 90°00' East a distance of 1390 feet to a point for corner;
THENCE North 01°06' East a distance of 131 feet to a point for corner;
THENCE North 89°48' East a distance of 285 feet to a point for corner;
THENCE North 00°38' West a distance of 190 feet to a point for corner;
THENCE South 89°50' West a distance of 474 feet to a point for corner;
THENCE North 00°15' East a distance of 449 feet to a point for corner;
THENCE South 86°56' East a distance of 476 feet to a point for corner;
THENCE North 02°06' East a distance of 879 feet to a point for corner;
THENCE North 90°00' West a distance of 414 feet to a point for corner;
THENCE South 04°50' West a distance of 231 feet to a point for corner;
THENCE South 82°50' West a distance of 70 feet to a point for corner;
THENCE South 89°51' West a distance of 1374 feet to a point for corner;
THENCE North 00°07' East a distance of 262 feet to a point for corner;
THENCE North 80°22' West a distance of 83 feet to a point for corner;
THENCE North 12°22' East a distance of 107 feet to a point for corner;
THENCE North 37°42' East a distance of 106 feet to a point for corner;
THENCE North 46°24' East a distance of 442 feet to a point for corner;
THENCE North 71°29' East a distance of 122 feet to a point for corner;
THENCE North 16°08' West a distance of 419 feet to a point for corner;
THENCE North 35°03' West a distance of 342 feet to a point for corner;
THENCE South 62°52' West a distance of 524 feet to a point for corner;

THENCE South $79^{\circ}09'$ West a distance of 286 feet to a point for corner;

THENCE South $88^{\circ}33'$ West a distance of 168 feet to a point for corner;

THENCE North $90^{\circ}00'$ West a distance of 292 feet to a point for corner;

THENCE South $00^{\circ}00'$ West a distance of 2276 feet back to the **PLACE** of **BEGINNING** and containing a called 119.841 acres.

**** NOTES ****
 This plot does not represent a boundary survey.
 Acreages shown hereon are deed called or
 calculated from deeds furnished by others.
 Monumentation shown hereon was found.
 Surface Location ties are shown from the
 location surveyed 2/15/06.
 The Bearing Base is "GRID", N.A.D. 27' Datum.
 Tx. North Central Zone, Convergence: +00'06"38".5
 at the Surface Location.

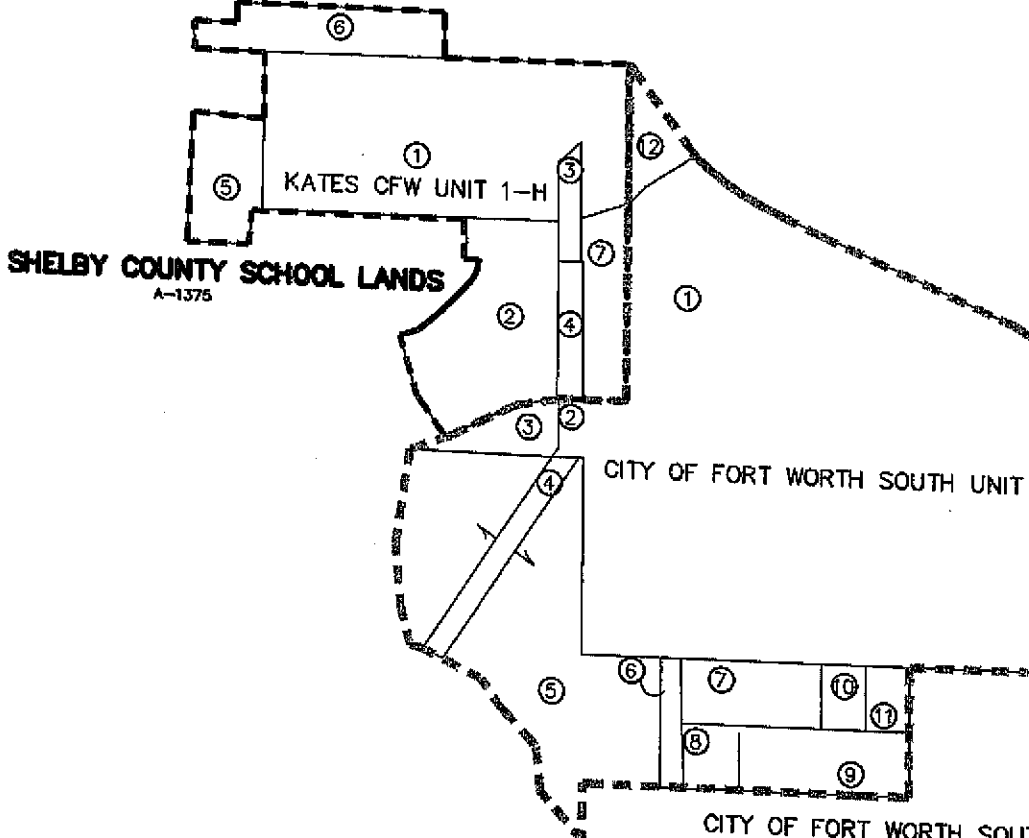
+00'06"19"28



DAVID STRICKLAND A-1376

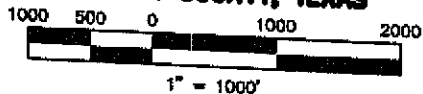
KATES CFW UNIT 1-H

1 -	18.405 ACRES	CITY OF FORT WORTH
2 -	18.315 ACRES	BEN E. KATES & UN
3 -	2.539 ACRES	THE
4 -	3.278 ACRES	BEN E. KATES & UN
5 -	10.000 ACRES	CITY OF FOREST HILL
6 -	0.245 ACRES	CORD PARTNERS
7 -	0.341 ACRES	CITY OF FORT WORTH
119.841 TOTAL CALLED ACRES IN UNIT & DRG. UNIT		



JACOB PRICKETT
 A-1225

**UNIT PLAT
 XTO ENERGY INC.
 KATES CFW UNIT 119.841 ACRE UNIT &
 CITY OF FORT WORTH SOUTH UNIT 302.728 ACRE UNIT
 TARRANT COUNTY, TEXAS**



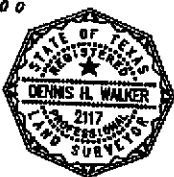
CITY OF FORT WORTH SOUTH UNIT

1 -	191.615 ACRES	CITY OF FORT WORTH
2 -	1.785 ACRES	CITY OF FORT WORTH
3 -	6.8 ACRES	CITY OF FORT WORTH
4 -	0.28 ACRES	CITY OF FORT WORTH
5 -	80.00 ACRES	CITY OF FORT WORTH
6 -	2.40 ACRES	CITY OF FORT WORTH
7 -	9.305 ACRES	CITY OF FORT WORTH
8 -	3.724 ACRES	CITY OF FORT WORTH
9 -	11.311 ACRES	CITY OF FORT WORTH
10 -	2.906 ACRES	CITY OF FORT WORTH
11 -	2.906 ACRES	CITY OF FORT WORTH
12 -	4.654 ACRES	CITY OF FORT WORTH
302.728 TOTAL CALLED ACRES IN UNIT & DRG. UNIT		

WALKER & ASSOCIATES SURVEYING, INC.
 TYLER, TEXAS PH: 903-534-8000

I, Dennis H. Walker, Registered Professional Land Surveyor do hereby state
 that this plot was prepared from a partial survey and from public record
 information and is true and correct to the best of my knowledge.

GIVEN UNDER MY HAND AND SEAL, this the 26th day of November, 2006.



Dennis H. Walker
 Registered Professional Land Surveyor
 State of Texas No. 2117

Surface Location is located
 1.3 Miles Southwest of Kennedale
 "MANSFIELD" Quadrangle

D/C

R.C.H.

12-15-08

J8048